

Gene Lindsey, MD
15 Bird Hill Avenue
Wellesley, MA 02481

September 12, 2014

The Honorable Janet L. Sanders
Superior Court Justice
Suffolk Superior Court
Commonwealth of Massachusetts
Three Pemberton Square
Boston, MA 02108

Via Certified Mail Delivery Care Of:
Antitrust Division
Office of the Attorney General
Commonwealth of Massachusetts
One Ashburton Place
18th Floor
Boston, MA 02108

Re: Commonwealth of Massachusetts v. Partners Healthcare System, Inc., et al,
Civil Action No. 14-2033-BLS2

Dear Judge Sanders,

I am writing as a private citizen to express my concerns about the potential impact of the proposed agreement allowing Partners Health Care to acquire South Shore Hospital, Hallmark Health Care, possibly the Emerson Hospital and certain medical groups like Harbor Medical Group and other physician practices.

I am the retired CEO of Atrius Health and Harvard Vanguard Medical Associates. I was an active primary care physician and general cardiologist practicing from 1975 at the Harvard Community Health Plan, Harvard Vanguard Medical Associates, and Atrius Health until my retirement at the end of December 2013. I am a 1971 graduate of Harvard Medical School and was an intern and resident in medicine and a fellow in cardiology at the Brigham before joining Harvard Community Health Plan. For 33 years I was an active physician within the Brigham providing hospital care to patients who sought care from our practice.

During the last twenty years at various times I have served on the Boards of Harvard Community Health Plan, Harvard Pilgrim Health Care, Harvard Vanguard, Atrius Health, Guthrie Health in Pennsylvania and New York and VNA Care and Hospice. I served on the commission created by Chapter 280 to study the price variation in healthcare in Massachusetts and I currently serve on the Advisory Group of the Health Policy

Commission.

In retirement I provide advice to healthcare organizations across the country on the challenges associated with ACOs, the Affordable Care Act, Lean management for continuous improvement in healthcare and organizational efforts to achieve the "Triple Aim". The Triple Aim seeks to improve the access of every individual to equitable, safe, and appropriate patient centered quality healthcare. The Triple Aim fosters the efforts to improve the health of the community while increasing the efficiency and effectiveness of care so that the cost of care can fall to sustainable levels. Without the efforts espoused by the Triple Aim we risk more and more permanently reducing our society's ability to invest in education, infrastructure and the other collective objectives that foster our collective quality of life and the economic stability of our communities

I respectfully offer this information about my experience in healthcare, my familiarity with the nuances of the Massachusetts healthcare market and my commitment to the search for improved systems in healthcare with the hope of providing credibility to my objections to the proposal before you to allow Partners Health Care to expand in exchange for certain time limited controls on prices and contracting.

The Affordable Care Act and all of the legislation passed in our state over the last eight years are built on a theoretical consideration that the cost of care and the performance of healthcare institutions will be improved if there were a true market that offered consumers the benefits of competition. The efforts of CHIA and other agencies to provide actionable information to the public are also efforts to enable individual consumers, employers and taxpayers to intelligently participate in a market. It is my opinion that in many ways the proposal before you will negate the progress that has been made toward a true market and will undermine the spirit of those who believe that it is the responsibility of the courts to defend a fair market place for everyone's benefit. Ironically, I believe that one could build a case that if approved, it could even compromise the future of Partners.

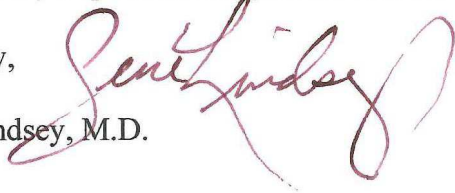
The future of value based reimbursement or population based care systems as a viable economic replacement for the dysfunction of fee for service healthcare is compromised by an agreement that essentially guarantees a disproportionately large market share and a guaranteed superior reimbursement for performance that is not differentially higher in quality. If Partners is unable to achieve efficiencies that lead to a lower cost at its current size there is no reason to expect that those improvements will occur if it is allowed to become larger. In the world of healthcare, programs are built with generational considerations. Controls that last 5 or 10 years, even if effectively limiting year over year increases in prices to the equivalent of state's growth in GDP during that 5 to 10 year period are inadequate to manage the long term issues of cost. Those controls will have no continuing benefit in a industry like healthcare where current realities are always a function of activities and decisions that are measured in decades.

I appreciate the opportunity to make these comments and register my personal plea for rejection of the proposal. I hope that you will accept my plea for rejection as an expression of the concerns of a citizen who fears how this proposal compromises the

future of any hope for a competitive healthcare market in Massachusetts.

Sincerely,

Gene Lindsey, M.D.

A handwritten signature in red ink, appearing to read "Gene Lindsey", is written over the printed name. The signature is fluid and cursive, with a large loop at the end.